FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549



1274519

FORM D

BEST AVAILABLE COPY

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR

SEC USE ONLY						
Prefix	Serial					
DATE RECEIVED						

Same of Offering (C) check if this is an amendment and name has changed, and indicate change.)	10899(A	SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EX	(FMPTION	DATE RECEIVED
Limited partnership interests in GMO Multi-Strategy Fund (Onshore), a series of GMO Master Portfolio (Onshore), L.P. Comparing American	1 2000 . 20			
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 505 Section 4(6) ULOE Type of Filings Www. Filing Amendment A. BASIC IDENTIFICATION DATA Enter the information requested about the issuer Vanne of Issuer () check if this is an amendment and name has changed, and indicate change.) Modifies of Executive Offices (Number and Street, City, Stare, Zip Code) Telephone Number (including Area Code) (617) 375-7500 Modifies of Principal Business Operations (Number and Street, City, Stare, Zip Code) Telephone Number (including Area Code) (617) 375-7500 Modifies of Principal Business Operations (Number and Street, City, Stare, Zip Code) Telephone Number (including Area Code) Modifies of Principal Business Organization (100 Startess Private investment fund "The office of Business Organization (100 Startess Private investment fund "The office of Business Organization (100 Startess Private investment fund "The office of Business Organization (100 Startess Private investment fund "The office of Business Organization (100 Startess Private investment fund "The office of Business Organization (100 Startess Private investment fund "The office of Business Organization (100 Startess Private investment fund "The office of Business Organization (100 Startess Private investment fund "The office of Business Organization (100 Startess Private investment fund "The office of Business Organization (100 Startess Private investment fund "The office of Business Organization (100 Startess Private investment fund "The office of Business Organization (100 Startess Private investment fund "The office of Business Organization (100 Startess Private investment fund "The office of Business Organization (100 Startess Private investment fund "The office of Business Organization (100 Startess Private investment fund "The office of Business Organization (100 Startess Private investment fund "The office of Business Organization (100				
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Vanue of Essert CL check if this is an amendment and name has changed, and indicate change.) MOM Multi-Strategy Fund (Onshore), a series of GNO Moster Portfolios (Onshore), L.P. Modress of Executive Offices (Number and Street, City, State, Zip Code) (617) 375-7500 (617) 375-7500 Modress of Principal Business Operations (Number and Street, City, State, Zip Code) (617) 375-7500 Modress of Principal Business Operations (Number and Street, City, State, Zip Code) (617) 375-7500 Modress of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (including Area Code) Modress of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (including Area Code) Modress of Principal Business Organization In different from Executive Offices) Modress of Principal Business Organization Deferogeneous of Business Organization In different from Executive Offices Modres of Business Organization In different from Executive Offices Modres of Principal Business Organization In different from Executive Offices Modres of Business Organization In different from Executive Offices Modres of Business Organization In different from Executive Offices Modres of Business Private investment fund October (please specify): PROCESSED PROCESSED PROCESSED PROCESSED OCT 2 0 2004 Modres of Business Processed of Business Processed of Business Processed of Business Organization In different from Executive Offices PROCESSED PROCESSED OCT 2 0 2004 PROCESSED OCT 2 1 2004 PROCESSED OCT	Type or citing. M Rew Citing		ATION DATA	
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If different from Executive Offices Committee of Business Committee of Business				1000
Provate investment fund Spe of Business Organization Comporation Co	(if different from Executive Of		Telephone Number (including A	Area Code COCT 2 0 2004
business trust limited partnership, already formed other (please specify): PROCESSED business trust limited partnership, to be formed other (please specify): PROCESSED business trust limited partnership, to be formed Month Year Actual Estimated OCT 2 1 2004 urisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada, FN for other foreign jurisdiction) DIE THOMSON DIE THOMSON THOMSON THOMSON DIE THOMSON THOMSON DIE THOMSON THOMSON OF Gedral: Who Aust File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 74(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is use, on the date it was mailed by United States registered or certified mail to that address given below or, if received at that address after the date on which it is use, on the date it was mailed by United States registered or certified mail to that address.	Brief Description of Business Private investment fund			THE STATE OF THE S
Dissiness trust Imited partnership, to be formed Month Year	Type of Business Organization Corporation	🖾 limited partnership, already formed	other (please specify):	22005000
Actual or Estimated Date of Incorporation or Organization: OPPODE Actual DESTIMATED DATE CN for Canada, FN for other foreign jurisdiction) DIE THORSON CN for Canada, FN for other foreign jurisdiction) CN for Canada, FN for other foreign jurisdiction DIE THORSON CREATER Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 74(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is use, on the date it was malled by United States registered or certified mail to that address. Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Capies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually, signed must be introcopies of the manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC. Filing Fee: There is no federal filing fee. State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and hat have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been nade. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the pro	☐ business trust	□limited parmership, to be formed		AKOCE93ERO
CN for Canada; FN for other foreign jurisdiction) EENERAL INSTRUCTIONS Rederal: **No Must File:* All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 73(6). **Ta(6): **Ta(6):* A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is use, on the date it was mailed by United States registered or certified mail to that address. **Where to File:* U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. **Copies Required:* Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually, signed must be inhotocopies of the manually signed copy or bear typed or printed signatures. **Information Required:** A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the neformation requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with he SEC. **Titing Fee:** There is no federal filing fee.** **Titing F	Actual or Estimated Date of In-		☑ Actual ☐ Estimated	OCT 2 1 2004
ENTRY CONTROL	Jurisdiction of Incorporation or			THOMSON
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. (7d(6)). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is use, on the date it was mailed by United States registered or certified mail to that address. Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually, signed must be the chorocopies of the manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC. State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been nade. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed. ATTENTION		100 A	ign jurisdiction) DE	FINISHCIAL
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Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice	that have adopted this form. Is made. If a state requires the pa	suers relying on ULOE must file a separate notice with the ayment of a fee as a precondition to the claim for the exempt	Securities Administrator in each state when tion, a fee in the proper amount shall accom	e sales are to be, or have been pany this form. This notice shall
Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.		ATTENTIO	, ,	
	Failure to file notice in the ap will not result in a loss of an a	ppropriate states will not result in a loss of the federal ex available state exemption unless such exemption is predi	emption. Conversely, failure to file the a icated on the filing of a federal notice.	ppropriate federal notice

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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		A. BASIC I	DENTIFICATION DAT	ΓA	
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Check Box(es) that A			🛮 Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name					
R. Jeremy Granthan		and Street, City, State, Zig	o Code)		
		O Rowes Wharf, Boston,			
Check Box(es) that A			Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name					
Elaine Hartnett		10: 0: 0:			
		and Street, City, State, Zip O Rowes Wharf, Boston,			
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Full Name (Last name			23 DACOUNTE OFFICE	· · ·	General and of Managing , arrive
Gregory Pottle		<u> </u>	<u></u>		
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Check Box(es) that A	pply: Promoter	Beneficial Owner	Executive Officer	☐ Dir c tor	General and/or Managing Partner
Full Name (Last name					s single production and
GMO Investment Pa	rtners, LLC	and Street, City, State, Zip	2 Code)		
40 Rowes Wharf, Bo		and Street, City, State, Zip	Code)		and the second of the second
Check Box(es) that A		Beneficial Owner	☐ Executive Officer	Director	Adviser to the General and/or Managing Partner
Full Name (Last name GMO, LLC	first, if individual)				
Business or Residence 40 Rowes Wharf, Bo		and Street, City, State, Zip	o Code)		
Check Box(es) that A	oply: Promoter	Beneficial Owner	☐ Executive Officer	Director	☐General and/or Managing Partner
Full Name (Last name	first, if individual)			4	
Business or Residence	: Address (Number a	and Street, City, State, Zip	Code)		
Check Box(es) that A	pply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name					
Business or Residence	: Address (Number :	and Street, City, State, Zip	Code)		
Check Box(es) that A		Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name	mer managangi)				

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Business or Residence Address (Number and Street, City, State, Zip Code)

						B. INFO	RMATIO	N ABOU	T OFFEI	RING	·				
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?							Yes	No ⊠						
					À	Answer also	in Append	lix, Column	2, if filing	under ULC	E.				
2.	What is the minimum investment that will be accepted from any individual? * subject to the discretion of the General Partner								\$ 1,000,	000*					
3.	Does the offering permit joint ownership of a single unit?								Yes	χ _ο ⊠					
4.	remune person	eration for s or agent of	olicitation a broker o	of purchase r dealer reg	person who ers in conne istered with a persons o	ction with s the SEC a	sales of sec nd/or with	unities in th a state or sta	e offering. ates, list the	if a person name of th	to be listed to broker or	is an assoc dealer. If r	iated nore than		• .
		ast name fir	st, if indivi	idual)											
N/A								.*							
Busin	ess or R	esidence A	ddress (Nu	mber and S	treet, City,	State, Zip C	Code)								
Name	of Asso	ciated Brol	ker or Deal	er	·····		-, -, -, -, -, -, -, -, -, -, -, -, -, -								
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Busin	ess or R	esidence A	ddress (Nu	mber and S	treet, City,	State, Zip C	Code)	,	• .					2.5	
Name	of Asso	ciated Bro	ker or Deal	er .										-	
States	in Whic	h Person L	isted Has	Solicited or	Intends to S	Solicit Purc	hasers	 			······································	 -			
(Chec	k "All S	tates" or ch	eck individ	dual States)			*******	.,			a	All States		•	
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Busin	ess or R	esidence A	ddress (Nu	mber and S	treet, City,	State, Zip C	ode)	 							
Name	of Asso	ociated Bro	ker or Deal	ст		·····			····						
States	in Whic	ch Person L	isted Has	Solicited or	Intends to S	Solicit Purc	hasers								
(Chec	k "All S	tates" or ch	neck individ	dual States)								All States			
	(AL) (IL) (MT) (RI)	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	(AR) (KS) (NH) (TN)	{CA} [KY) [NJ] [TX]	[CO] [LA] [NM] _[UT]_	(CT) [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	(DC) [MA] [ND) [WA]	(FL) (MI) (OH) (WV)	[GA] (MN] (OK] [WI]	(HI) (MS) (OR) (WY)	(ID) [MO) [PA] [PR]		

Use blank sheet, or copy and use additional copies of this sheet, as necessary.

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	PROCEEDS	
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	S	s
	Equity	\$	S
	□ Common □ Preferred		·
	Convertible Securities (including warrants)	\$	s
	Partnership Interests	\$1,000,000,000	\$216,637,268
	Other (Specify)		s
	Total	\$1,000,000,000	\$216,637,268
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	÷	
		Number Investors	Aggregate - Dollar Amount of Purchases
	Accredited Investors	**	6216 627 260
	Non-accredited Investors		\$216,637,268
	Total (for filings under Rule 504 only).		\$
3.	Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		
	Type of offering	Type of Security	Dollar Amount Sold
	Rule 505	··	s
	Regulation A		\$
	Rule 504		S
	Total		\$
1.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	Steven Front	ing and the second seco
	Transfer Agent's Fees		s
	Printing and Engraving Costs		S
	Legal Fees		\$
	Accounting Fees		s
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		S
	Other Expenses (identify)		S
	Total	П	\$ 0

	C. OFFERING FRI	CE, HUMBER OF HAVES LORS, EXPENSES AND USE O	FFRUCEEDS	
4.		ering price given in response to Part C - Question 1 and total on 4.a. This difference is the "adjusted gross proceeds to the		
	issuer.			\$1,000,000,000
5.	the purposes shown. If the amount for any purpo	proceeds to the issuer used or proposed to be used for each of se is not known, fumish an estimate and check the box to the ted must equal the adjusted gross proceeds to the issuer set		
			Payments to	
			Officers, Directors,	
			& Affiliates	Payments To Others
	Salaries and fees		_ D s	s
	Purchase of real estate		□ s	□ s
	Purchase, rental or leasing and installation of mad	hinery and equipment	□ s	□ s
	Construction or leasing of plant buildings and fac-	ilities	□ \$	□ \$
	Acquisition of other businesses (including the va offering that may be used in exchange for the ass pursuant to a merger)		□ s	□s
	Repayment of indebtedness		<u></u> \$	□s
	Working capital		□ \$ ·	
	Other (specify): Investments in securities and a	ctivities necessary, convenient, or incidental thereto.	□ s	⊠ \$1,000,000,000
	Column Totals		. □ S	⊠ \$1,000,000,000
	Total Payments Listed (column totals added)		⊠ \$1,000	,000,000
		D. FEDERAL SIGNATURE		
an ur		ne undersigned duly authorized person. If this notice is filed un- rities and Exchange Commission, upon written request of its sta Rule 507		
	er (Print or Type)	Stordaure // 14 Date		·
GN	IO Multi-Strategy Fund (Onshore), a series of IO Master Portfolios (Onshore), L.P.		ober 18 ; 2004	
Na	ne of Signer (Print or Type)	Title of Signer (Print or Type)		
Ela	ine M. Hartnett	Vice-President of the General Partner of the Issuer		

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

ATTENTION